

# EXHIBIT 42



Jan-12-05 16:54

From: FIRST UNION CMG

2036183802

T-361 P 03/04 F-051

WACHOVIA

Certified Resolution for Depository Authorization -  
Limited Liability Company**REDACTED**

I, the undersigned, hereby certify to Wachovia Bank, NA (Org. No.)  
 hereinafter termed the "Bank") that I am CAMERON WINKLEBUSH, MEMBER (complete bank name)  
 of Connecticut (Full Name of Limited Liability Corporation), a limited liability company (hereafter "LLC") duly organized and  
 existing under the laws of the State of Delaware; that the following is a  
 true copy of Resolutions duly adopted by each of the managers, members or authorized persons of said LLC on  
APRIL 6, 2004 (Date); and that such Resolutions are in full force and effect, have not

been amended or rescinded, and that there is no provision in the Articles of Organization or Operating Agreement of said LLC limiting the power of the managers, members or authorized persons of said LLC to pass the following Resolutions, which are in full conformity with the provisions of said Articles of Organization and Operating Agreement:

(1) RESOLVED, that the Bank is herewith designated as an authorized depository of this LLC and that one or more checking, savings, and/or other deposit accounts be opened and maintained with said Bank; that ☐ (only if checked here), any two - otherwise, each of the present holders of the following or positions of this LLC and his (their) successors in office or position, to wit:

MEMBER MANAGER  
 (Here, insert title(s) of the authorized persons or position-holders of the LLC, for example: President, General Manager, Member, etc.):

is/are authorized on behalf of this LLC, and in its name: To sign checks, drafts, instruments, bills of exchange, acceptances and/or other orders for the payment of money from said LLC account(s); to endorse checks, instruments, bills, drafts, certificates of deposit, bonds, and/or other instruments, evidences of indebtedness and orders payable to, owned or held by this LLC; to accept drafts, acceptances, instruments and/or other evidences of indebtedness payable at or through said Bank; to waive presentment, demand, protest and notice of protest or dishonor of any check(s), instrument(s), draft(s), acceptance(s) or other evidences of indebtedness made, drawn or endorsed by this LLC; and otherwise to deal with said Bank in connection with the foregoing activities.

RESOLVED FURTHER, that in the opening and maintaining of the above corporate accounts and all transactions in connection therewith shall be governed by the provisions of the agreements contained on the Depositor's Agreement pertaining to such account(s), as amended from time to time by the Bank, and by such rules and regulations as the Bank shall, from time to time, promulgate and establish. This LLC is also authorized to purchase Certificates of Deposit, bonds, notes and other such savings instruments from the Bank. Further, this LLC is herewith authorized to obtain other related services from the Bank, such as the rental of Safe Deposit Boxes from the Bank, obtaining of the "Night Depository" services, and the like. The rendering of such services by the Bank shall be governed by night depository agreement(s), safe deposit box lease agreement, or any other agreement(s) contained on the Depositor's Agreement or signature cards pertaining to any such services offered to this LLC by the Bank, as amended from time to time. Each of the above identified or described officers or representatives of the LLC is herewith authorized to sign and execute such signature cards, applications and forms as the Bank shall deem appropriate, from time to time, in connection with the opening and maintaining of such account(s) and/or obtaining of such additional related services. Each is also authorized on behalf of this LLC, and in its name to execute applications for the issuance of any such savings instrument in the name of this LLC.

FURTHER, the foregoing authority shall not be limited to the above-identified or described manager, member, authorized person or other representatives of this LLC but shall extend to such additional or different individual(s) as are named as being so authorized in any letter, form or other written notice by any manager, member, authorized person or other representative of this LLC identified or described above; and

(2) RESOLVED FURTHER, that the Bank be and it hereby is authorized to honor, receive, certify or pay all checks, drafts and other evidences of indebtedness enumerated or described in the foregoing Resolution bearing or purporting to bear the facsimile signature of any person or persons authorized to sign, when the signature resembles the facsimile signature designated regardless of who affixed the actual or purported facsimile signature thereon, or by what means the facsimile signature thereon may have been affixed thereto, if such facsimile signature resembles the facsimile specimen from time to time filed with the Bank.

(RESOLUTIONS CONTINUED ON REVERSE SIDE)

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**ADDITIONAL RESOLUTIONS**  
(Continued from reverse side hereof)

I, finally, certify that the following are the persons who now are managers or hold the memberships, authorizations and/or positions referred to in the first RESOLUTION above and that their bona fide signatures are set forth below:

X <u>Cameron Winkless</u> (Name)	X <u>MANAGER</u> (Title)	X <u>[Signature]</u> (Signature)
<u>TYLER WINKLESS</u> (Name)	<u>MEMBER</u> (Title)	<u>[Signature]</u> (Signature)
<u>Hunter Winkless</u> (Name)	<u>MANAGER</u> (Title)	<u>[Signature]</u> (Signature)
<u>MARIA J. Winkless</u> (Name)	<u>MEMBER</u> (Title)	<u>[Signature]</u> (Signature)

IN WITNESS WHEREOF, I have hereunto subscribed my name and seal, this 12<sup>th</sup> day of January, year 2005.

[Signature]  
(Manager/Member/Authorized Person) (SEAL) Y

(3) RESOLVED FURTHER, that the Bank be and hereby is authorized to honor, receive, certify, or pay all of the instruments or evidences of indebtedness, checks, drafts, and other items enumerated or described in the foregoing Resolutions, even though drawn or endorsed to bearer or to the order of any individual, or any manager, member, authorized person, position-holder or employee signing the same or tendered by him for cashing, or for payment of the individual obligation(s) of such manager, member, authorized person, position-holder or employee, or for deposit to his personal account; and said Bank shall not be expected, required or under any obligation to inquire as to the circumstances of the issuance or use of any document or item signed or endorsed in accordance with the foregoing Resolutions, or the application or disposition of such document(s) or item(s) or the proceeds thereof; and

(4) RESOLVED FURTHER, that the present holders of the offices and/or positions of this LLC, and their (or his) successors in office or position, designated in paragraph 1. of the foregoing Resolutions be, and they (or he) hereby are (or is) authorized on behalf of, in the name of and for the account of this LLC upon such terms and conditions as such representative(s) may deem desirable, to negotiate, enter into and perform contractual agreements with Bank, for the provision of cash management and related services, including if applicable, borrowing or guarantee arrangements, and further to enter into such other business transactions related to said cash management services of any nature or kind with said Bank as such representative(s) may deem appropriate or desirable. Without affecting the generality of any other Resolution, the foregoing authorization shall not be limited to the designated holders of the offices and/or positions, but may be extended to such additional individuals who are specified by name and title as employees of this LLC as being so authorized according to the terms and provisions set forth in any letter, form or other written notice signed by any officer or representative of this LLC identified in paragraph 1. of the foregoing Resolutions, and delivered to the Bank for the purposes therein expressed; and

(5) RESOLVED FURTHER, that the manager, member or authorized person of this LLC, shall furnish said Bank a certified copy of these Resolutions and the Bank is hereby authorized to deal with the above named or described managers, members, authorized persons, position-holder and/or employees under the authority of these Resolutions, unless and until it shall be expressly notified in writing to the contrary by this LLC; and

(6) RESOLVED FURTHER, that the LLC a manager, member or authorized person of this LLC shall, from time to time hereafter, as changes in the personnel of said management, memberships, authorizations or positions of this LLC named or described in the foregoing Resolutions are made, immediately certify such changes to said Bank. Said bank shall be fully protected in relying upon such certifications of a manager, member or authorized person, and shall be indemnified and saved harmless from any claims, demands, expenses, losses and/or damages resulting from, or growing out of, honoring the signature of any manager(s), member(s), authorized person(s) or position-holder(s) so certified, or refusing to honor any signature not so certified which is not described or stated in the foregoing Resolutions; and

(7) RESOLVED FURTHER, that the manager, member or authorized person of this LLC is authorized and directed to certify to said Bank that the foregoing Resolutions were duly adopted and that the provisions thereof are in full conformity with the Articles of Organization and Operating Agreement of this LLC; and

(8) RESOLVED FURTHER, that all transactions by any manager(s), member(s), authorized person(s), or Position-holder(s) of this LLC, on its behalf and in its name with the Bank prior to the delivery of a certified copy of the foregoing Resolutions, are, in all respects, hereby ratified, confirmed, and adopted, nunc pro tunc.

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